

TESLA, INC.

FORM 8-K (Current report filing)

Filed 07/17/17 for the Period Ending 07/17/17

Address	3500 DEER CREEK RD PALO ALTO, CA 94070
Telephone	650-681-5000
CIK	0001318605
Symbol	TSLA
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Auto & Truck Manufacturers
Sector	Consumer Cyclical
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)
July 13, 2017**

Tesla, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34756
(Commission
File Number)

91-2197729
(I.R.S. Employer
Identification No.)

3500 Deer Creek Road
Palo Alto, California 94304
(Address of principal executive offices, including zip code)

(650) 681-5000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers .**

(d)

On and effective as of July 13, 2017, the Board of Directors of Tesla, Inc. (the “Company”) increased the number of directors of the Company from seven to nine and appointed Linda Johnson Rice and James Murdoch to serve as directors of the Company.

There are no related party transactions between the Company and either of Ms. Rice or Mr. Murdoch that would require disclosure under Item 404(a) of Regulation S-K.

Each of Ms. Rice and Mr. Murdoch is eligible to receive compensation pursuant to the Company’s standard outside director compensation package as approved by the Board of Directors, including an initial award of an option to purchase 16,668 shares of the Company’s common stock, vesting and exercisable on June 18, 2018 assuming continued service on such date.

A copy of the post published on the Company’s website blog on July 17, 2017 announcing the appointment of Ms. Rice and Mr. Murdoch to the Board of Directors is attached as Exhibit 99.1.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Blog Post of Tesla, Inc., dated July 17, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TESLA, INC.

By: /s/ Todd A. Maron

Todd A. Maron
General Counsel

Date: July 17, 2017

Tesla Welcomes Linda Johnson Rice and James Murdoch as New Independent Directors to its Board

We would like to welcome Linda Johnson Rice, Chairman and Chief Executive Officer of Johnson Publishing Company (JPC), and James Murdoch, Chief Executive Officer of 21st Century Fox (21CF), to Tesla's board of directors.

In addition to her role as Chairman and CEO of JPC and Fashion Fair Cosmetics, Linda is CEO of Ebony Media Operations and Chairman Emeritus of EBONY Media Holdings, the parent company for the EBONY and Jet brands. Linda has extensive corporate board experience, having previously served on the boards of a number of companies across a variety of industries, including Bausch & Lomb, Continental Bank, Quaker Oats, Dial Corporation, MoneyGram and Kimberly-Clark Corporation, and currently serving on the boards of Omnicom Group and Grubhub. Linda is a Trustee at the Art Institute of Chicago, President of the Chicago Public Library Board of Directors, Council Member of The Smithsonian's National Museum of African American History and Culture, and board member of After School Matters and Northwestern Memorial Corporation.

Before becoming CEO of 21CF in 2015, James held a number of leadership roles at the company over a two-decade career. He previously served as its Co-Chief Operating Officer, Chairman and CEO for Europe and Asia, as well as Chairman of BSkyB, Sky Deutschland, and Sky Italia, the businesses that now comprise Sky plc. He also served as CEO of BSkyB and STAR, India's entertainment leader. In addition to being a key driver of 21CF's domestic and international expansion, James has been instrumental in the company's robust social impact initiatives, including its decade-long leadership on environmental sustainability. James and his wife, Kathryn Murdoch, are founders of a family foundation, Quadrivium, which supports initiatives involving natural resources, science, civic life, childhood health, and equal opportunity.

We are excited to welcome Linda and James to the Tesla board.